

Governance Committee

Meeting Minutes

8:00pm, November 10, 2021

Committee Member Attendance

2022 (1 yr remaining)		2023 (2 yr remaining)		2024 (3 yr remaining)	
Scott Baldwin (NA)	✓	Lori Hopewell (NA)	X	Allison Dodd (A)	X
Brian Cann (NA)	✓	Leah Oberley (NA)	✓	Chad Onken (NA)	X
Kevin Hogan (NA)	✓	Mike Salpeter (NA)	X	Maddie Wallin (A)	X

A: athlete; NA: non-athlete

✓: present; X: not present

Minutes

1. Committee membership change

Mike Salpeter resigned from the committee to join the Senior Committee. John Stanley will appoint a replacement. If anyone has suggestions for the replacement, please pass them along to Kevin who will send them to John

2. Administrative Review Board election

- A new Administrative Review Board was elected at the September 19, 2021, HOD meeting. The Governance Committee put forward a slate of 5 non-athlete candidates for 4 non-athlete positions and 3 athlete candidates for 2 athlete positions. The Governance Committee recommended to the HOD that it accept the full slate of nominees for Administrative Review Board. By acclamation, all of the nominees were elected to a 2-year term.

3. Overview of USA Swimming session for LSC Governance Chairs during the LSC General Chair Leadership Summit (Kevin)

The “2021 Mighty General Chair Virtual Leadership Summit” was held on October 30, 2021. Governance chairs were invited for a 1-hour session. Highlights included the following items:

- The purpose of the Governance Committee is not to run the LSC or replace the BOD. It is to assist the BOD and to make sure the BOD stays on task.
- In some LSCs, the Governance Committee has done little to nothing to date, while in other LSCs, the Governance has been very active (in one LSC, the Governance Committee meets weekly). Hard to say based on the presentation, but the VSI Governance Committee activity appears to be in at least the middle of the pack
- Breakout session on finding new board member nominees (Nominating Committee function). Everyone has difficulties finding new blood, and recycling the same people in different positions isn’t unusual. In one LSC, they speak about the need in timers’ briefings.
- Governance documents such as board orientation material, conflict of interest policy, document retention policy, whistle blower policy, etc. are to be made available. As of today,

Kevin hasn't received any follow up on this. If none is received by the beginning of next week, he will contact Jane Grosser at USA-S to find out when the material will be available.

4. *BOD orientation and education update (Kevin)*

- A 36-slide *VSI BOD Orientation* was created and presented to the BOD on August 29, 2021. A slightly revised version was sent to the BOD members on September 20, 2021.
- A 27-page *VSI BOD Handbook* was created and sent to the BOD on September 29, 2021.
- Both of the above referenced documents are available on the VSI Board of Directors page of the VSI website.

5. *Assist in strategic planning and tracking update (Kevin)*

Kevin has been working with the BOD to develop a strategic plan that will take VSI through 2024. The work done to date includes the following items:

- Mission, vision, and core values: Work began on these items in September. They were deferred in October to complete work on LEAP. These items will be "finalized" at the November BOD meeting.
- SWOT (strengths, weaknesses, opportunities, threats) analysis: Work began on these items in September. At the October BOD meeting, these items were narrowed to 5 strengths, 5 weaknesses, 14 opportunities, and 4 threats.
- Broad strategic goals: A working group (John Stanley, Bryan Wallin, Mary Turner, and Kevin Hogan) developed 9 broad strategic goals that are meant to encapsulate the overall goals of VSI for the next 3 years.
- Detailed objectives with supporting strategies, milestones, resources needed, and the responsible party: Kevin created a matrix of the 9 broad strategic goals on one axis with the weaknesses, opportunities, threats, and broad committee/coordinator responsibilities on the other axis. This information was presented to committee chairs and coordinators on November 8 and 9, and those individuals were charged with developing the detailed objectives.
- The timeline for completion of the plan is as follows:
 - December 10: Deadline to return worksheet to Kevin
 - December 23: Kevin completes master compilation and sends to BOD for review
 - January 2: BOD strategic planning retreat to review and "finalize" the strategic plan
 - February 1: Strategic plan finalized and published

6. *Develop and review standard operating procedures update (Brian, Leah)*

Brian contacted John Stanley, Bryan Wallin, and Mary Turner about the review process for staff. We do not yet have a formal process. Likewise, job descriptions for staff have been evolving as the nature of the positions has evolved. The goal is to have drafts of these documents for our next Governance Committee meeting in January.

Leah has been reviewing what documents we have in our Policies and Procedures relative to what another 6 LSCs have. We have a Conflict-of-Interest Policy, Document Retention Policy, and Whistleblower Policy, but we do not have a Procurement Policy or Grievance Policy. Documents from other LSCs as well as sample documents made available by USA-S will be used as a guide to

create new policies or to revise, as needed, any existing policies. The goal is to have substantial drafts by our next Governance Committee meeting in January.

The overall goal is to have all documents reviewed or ready for approval in time for the Spring 2022 HOD meeting.

7. *Track and evaluate BOD accountability update (Kevin)*

This item is being deferred until the strategic plan is completed. The deference has been brought about due to the amount of time the development of the strategic plan is consuming. Additionally, accountability for the strategic plan objectives should be a major metric for BOD accountability. The goal is complete this item in spring 2022 so that BOD performance can be evaluated at the end of 2021/2022 season (see #9 below).

8. *Lead succession planning and the nomination process update (Allison, Lori)*

No update.

9. *Evaluate BOD performance update (TBD)*

We must first determine how we will measure BOD performance before we can hope to measure it. Tracking and evaluating BOD accountability should be a major component of measuring BOD performance. Once #7 above is completed, we will be in a good place to define the metrics of performance so that this can be accomplished at the end of the 2021/2022 season.

10. *Assign additional duties per our working duty matrix (all)*

Scott Baldwin will join the Succession Planning and Nomination Process subgroup.

11. *Determine future meeting dates/times (all)*

January 19, 2021, at 8:30 pm

Duty	Owners
Provide BOD Orientation and Education	
Design and implement BOD orientation, education, and development	Kevin
Assist in Strategic Planning and Tracking	
Assist in periodic evaluation of the mission and vision statements and the bylaws	Kevin
Ensure the BOD's focus remains on the strategic plan	Kevin
Develop and Review Standard Operating Procedures	
Aid in the development of operating policies regarding conflict of interest (Board and staff), document retention, ethics, whistle-blower, procurement, contract review, grievance and other employment-related practices, etc	Brian, Leah
Aid in the development of personnel practices procedure including job descriptions and annual review of staff	Brian, Leah
Develop and Track BOD Accountability Metrics	
Aid in the development of expectations and processes for accountability of Board members	Kevin
Lead Succession Planning and the Nomination Process	
Develop criteria for the qualities and required characteristics of BOD officers	Allison, Lori, Scott
Lead BOD succession planning by assessing current and anticipated needs for BOD composition and identifying and recruiting potential BOD members	Allison, Lori, Scott

Nominate BOD members, Administrative Review Board members, and other coordinator or chair positions to be elected by the HOD consistent with the matrix of skills, demographics, and talents needed	Allison, Lori, Scott
Publish the slate of candidates to the VSI membership	Allison, Lori, Scott
Evaluate BOD performance	
Lead periodic assessment of the BOD's performance (as a whole and of individual members) and make recommendations to enhance BOD effectiveness	